



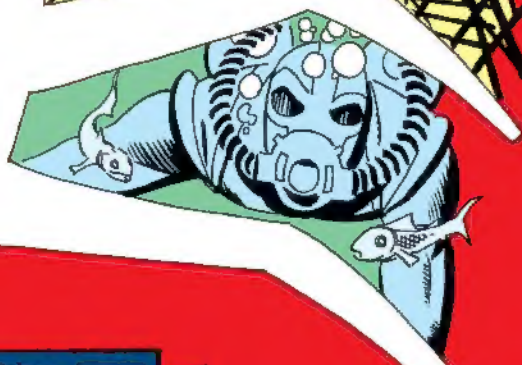
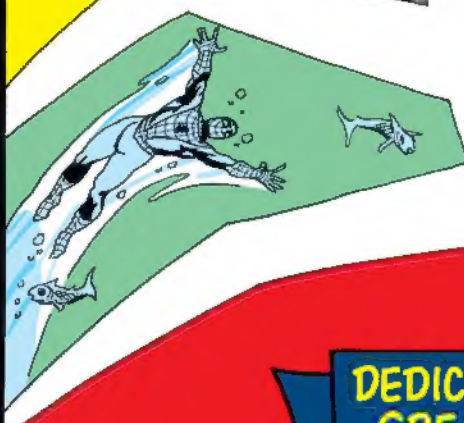
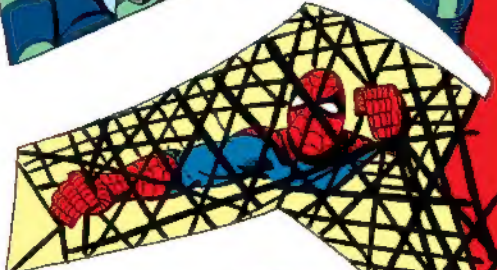
the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
POP
ART 12¢
PRODUCTIONS

31
DEC

"IF THIS BE MY DESTINY..."



DEDICATED TO YOU, THE
GREAT NEW MARVEL
BREED OF READER!

The AMAZING SPIDER-MAN!

**"IF THIS
BE MY
DESTINY...!"**

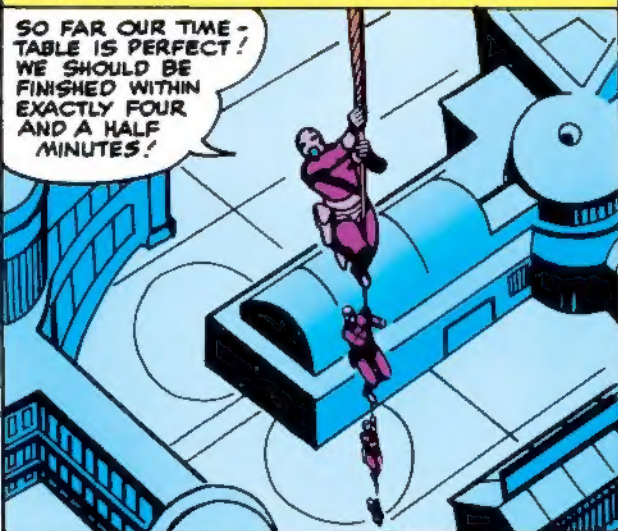
A
NEW ERA IN
THE LIFE OF
SPIDER-MAN
IS ABOUT TO
BEGIN, AND YOU
SHALL LIVE IT
WITH HIM!



Masterful Script by: **STAN LEE**
Magnificent Artwork by: **STEVE DITKO**
Mellifluous Lettering by: **SAM ROSEN**

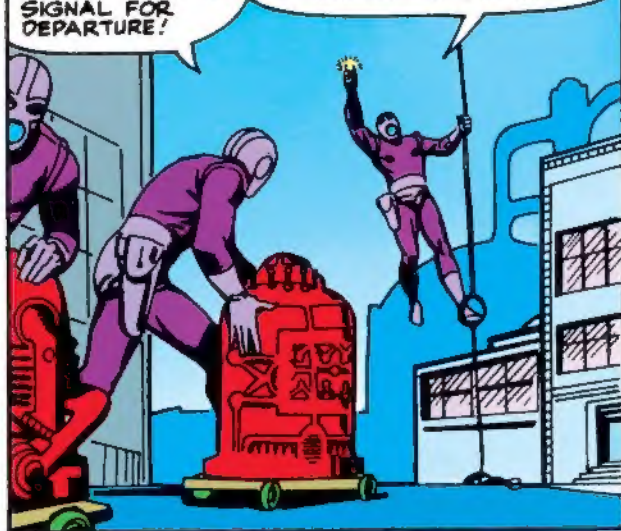
IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!



WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!



HEY! WHAT'S GOING ON...?? UHH...KOFF...KOFF...

A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!



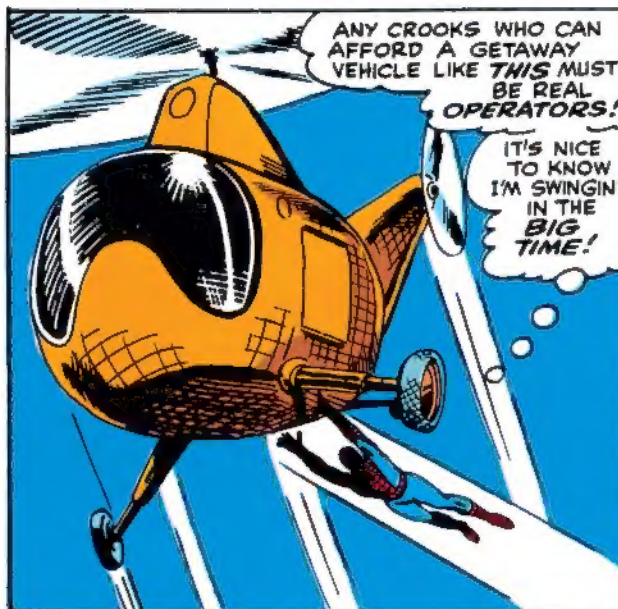
ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!



SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!



ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!

IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!

IT'S SPIDER-MAN!

GIVE THE GENT A CIGAR! HE JUST SAID THE MAGIC WORD!

YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!



THOOM!



GIVE HIM A SHOT OF SLEEP GAS! HE HAS TO BREATHE, LIKE ANYONE ELSE!

AND HURRY! IT WOULD TAKE AN ARMY TO HOLD HIM!

GAS! LUCKY FOR ME THEY SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF AIR!



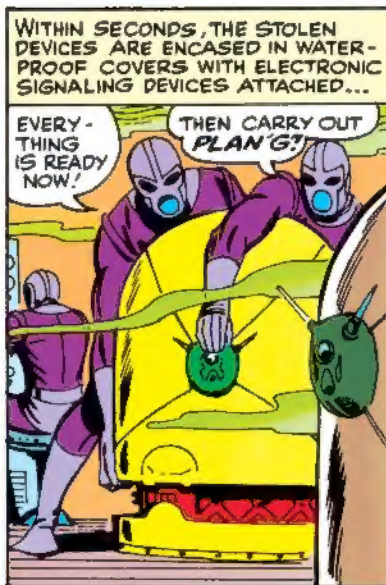
I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS ANYWAY!



WHILE, AT THE REAR OF THE PLANE...

JUST HAD A MESSAGE FROM THE MASTER PLANNER! USE EMERGENCY PLAN "G" TO FOIL SPIDER-MAN!

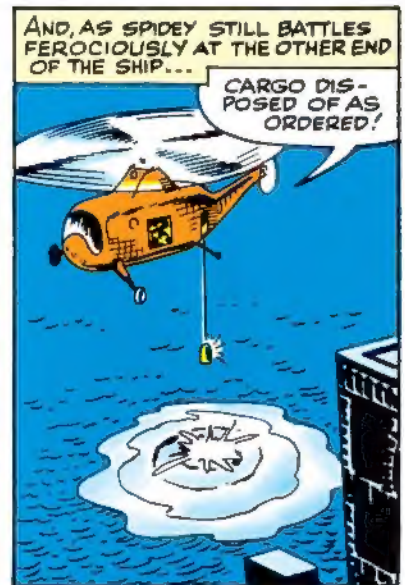
WILL DO!



WITHIN SECONDS, THE STOLEN DEVICES ARE ENCASED IN WATER-PROOF COVERS WITH ELECTRONIC SIGNALING DEVICES ATTACHED...

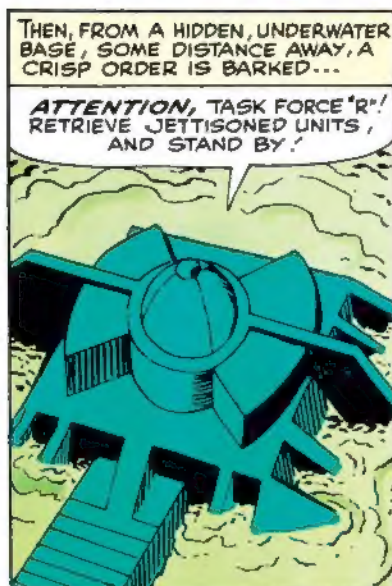
EVERY-THING IS READY NOW!

THEN CARRY OUT PLAN "G"!



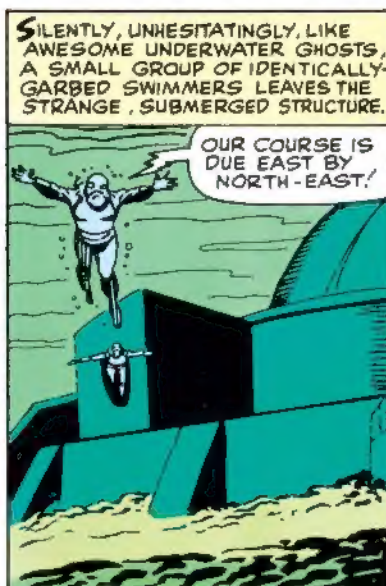
AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...

CARGO DISPOSED OF AS ORDERED!



THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...

ATTENTION, TASK FORCE "R"! RETRIEVE JETTISONED UNITS, AND STAND BY!



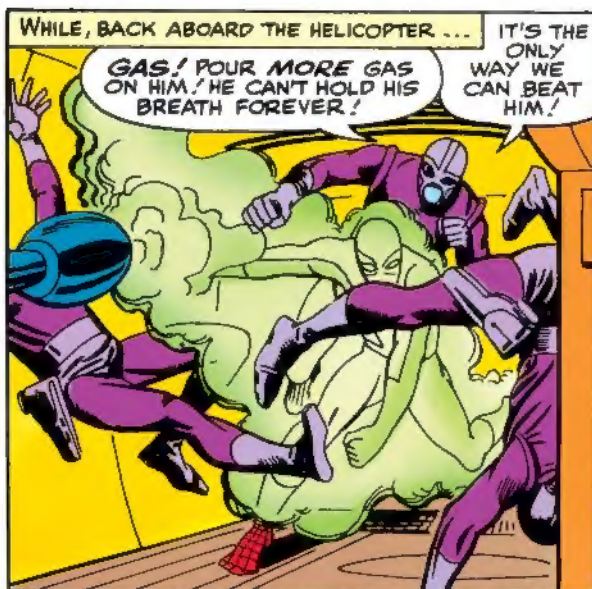
SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVES THE STRANGE, SUBMERGED STRUCTURE...

OUR COURSE IS DUE EAST BY NORTH-EAST!



AND, SCANT MINUTES LATER...

THERE ARE THE UNITS... EXACTLY AS DESCRIBED!



WHILE, BACK ABOARD THE HELICOPTER ...

GAS! POUR MORE GAS ON HIM! HE CAN'T HOLD HIS BREATH FOREVER!

IT'S THE ONLY WAY WE CAN BEAT HIM!



BLAST IT! HE'S RIGHT! THE FUMES ARE FINALLY MAKING ME GROGGY!

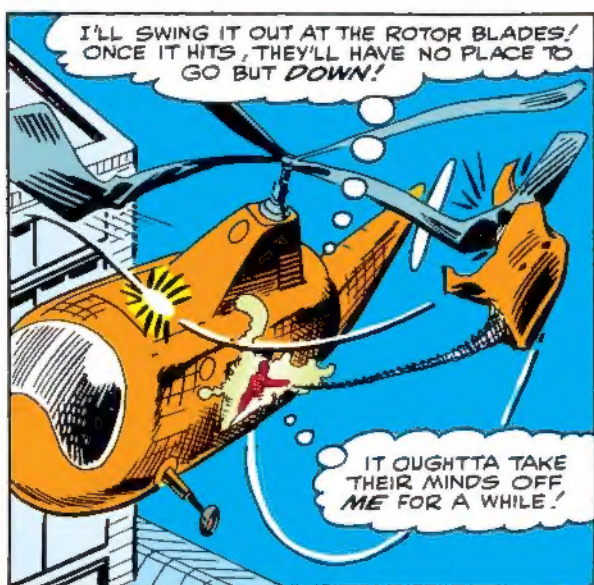
I'D LOVE TO IMPRESS THEM WITH MY WIT... BUT I DON'T DARE OPEN MY MOUTH TO SAY ANYTHING!

OH, WELL, IT'S THEIR LOSS!



EVERYTHING'S STARTING TO SPIN AROUND! CAN'T AFFORD TO TAKE ANY MORE CHANCES! HAVE TO END THIS FAST!

I'LL SHOOT SOME WEBBING AT THAT SHATTERED PIECE OF DOOR, AND THEN...



I'LL SWING IT OUT AT THE ROTOR BLADES! ONCE IT HITS, THEY'LL HAVE NO PLACE TO GO BUT DOWN!

IT OUGHTTA TAKE THEIR MINDS OFF ME FOR A WHILE!

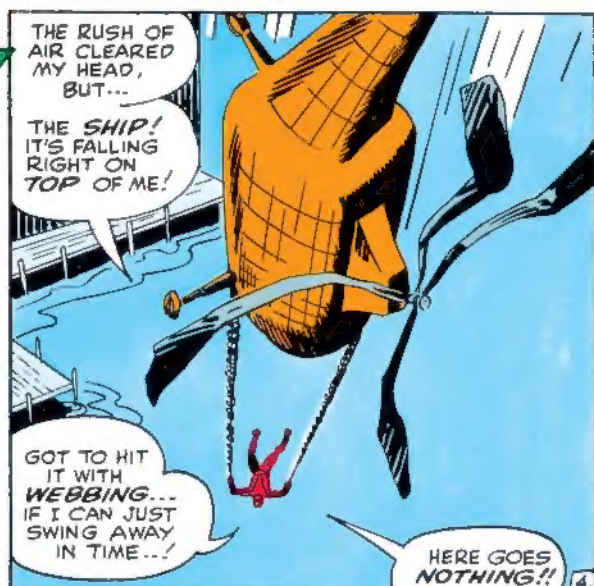


SKRAKK!

I DID IT! BUT... THE GAS... CAN'T TAKE ANY MORE... GROGGY... EVERYTHING SPINNING AROUND!

THIS'LL FINISH HIM OFF!

UNHHH...!



THE RUSH OF AIR CLEARED MY HEAD, BUT...

THE SHIP! IT'S FALLING RIGHT ON TOP OF ME!

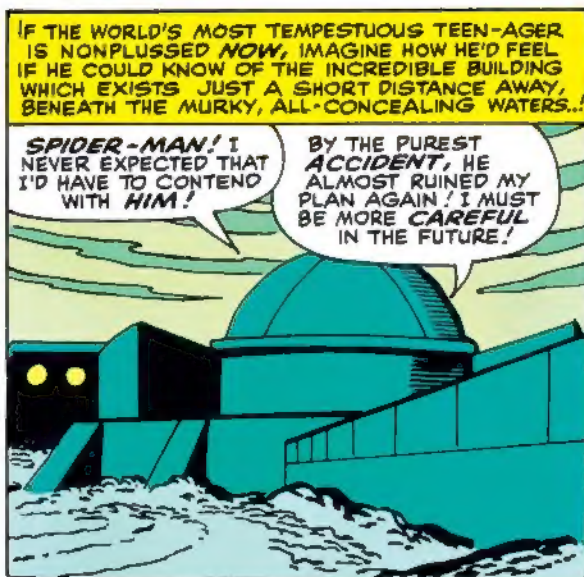
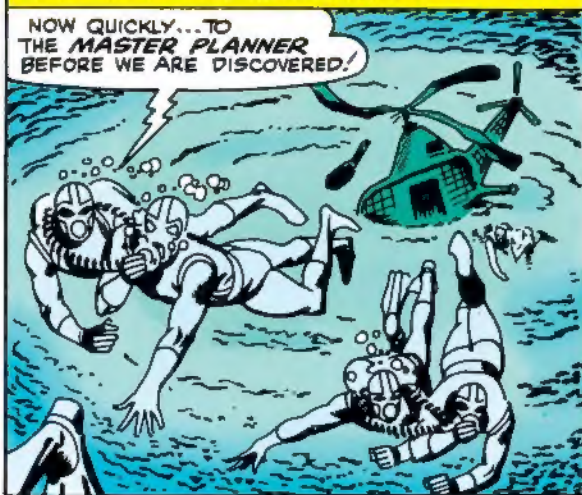
GOT TO HIT IT WITH WEBBING... IF I CAN JUST SWING AWAY IN TIME...

HERE GOES NOTHING!!



AND, JUST BELOW THE SURFACE, A SPECIAL RESCUE SQUAD TAKES THE CREWMEN SAFELY FROM THE DOWNED HELICOPTER...

NOW QUICKLY... TO THE **MASTER PLANNER** BEFORE WE ARE DISCOVERED!



THE NEXT MORNING, PETER PARKER BIDS HIS DOTING AUNT MAY GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...

I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!

GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!

HE'S JUST LIKE HIS FATHER... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A SON TO ME ALL THESE YEARS!

AND, HE WAS SO HAPPY, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY ILL I'VE BEEN FEELING...

FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF ANYTHING, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...

AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U. YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!

YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...

WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!

AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN DUPLICATE, ARE THE ONES THAT HAVE TO BE DONE IN TRIPLICATE!

WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!

DROP DEAD!

REGISTRATION

...WHEW! I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"

NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?

MILLIONS OF THEM!

YOU CAN PICK UP THE REST OF YOUR BOOKS TOMORROW!

IT WOULD BE EASIER JUST TO MOVE INTO THE LIBRARY!

I AM BUSHED! AND SCHOOL HASN'T REALLY STARTED YET!

BUT IT SURE WAS A BALL!

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL

I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!

YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!

NONSENSE, PETER! I WANT TO... OHHH...!

AUNT MAY! WHAT'S WRONG?!

SHE... SHE'S FAINTED!

I'VE GOT TO SEND FOR THE DOCTOR ... RIGHT AWAY!

A HALF HOUR LATER ...

YOU MAY COME IN NOW, SON!
HOW IS SHE, DOC?

SHE'S VERY WEAK, MY BOY!

I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES. I'LL SEND FOR THE AMBULANCE!

AMBULANCE? YOU MEAN...?

YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!

IT..IT HAPPENED SO SUDDENLY!

HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!

THEN, AFTER A SWIFT AMBULANCE RIDE ...

SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!

PETER... I'M RIGHT HERE, AUNT MAY!

EASY, SON... DON'T TIRE HER!

YOU MUST TRY TO GET SOME REST NOW, MRS. FARKER!

I WILL... BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!

DON'T YOU WORRY ABOUT ME, AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!



OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE, BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...

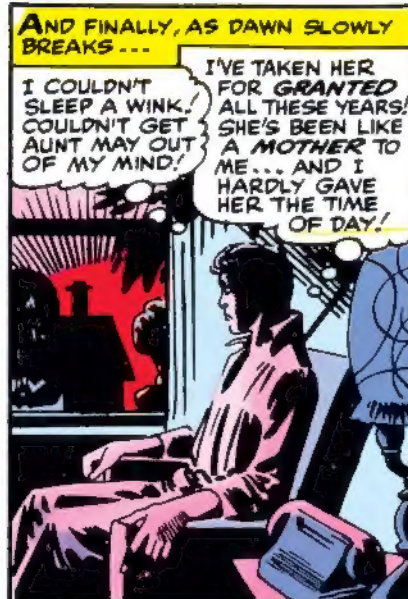
SHE'S STARTING TO DOZE NOW! GOOD!



AND THEN...

SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!

I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!



AND FINALLY, AS DAWN SLOWLY BREAKS...

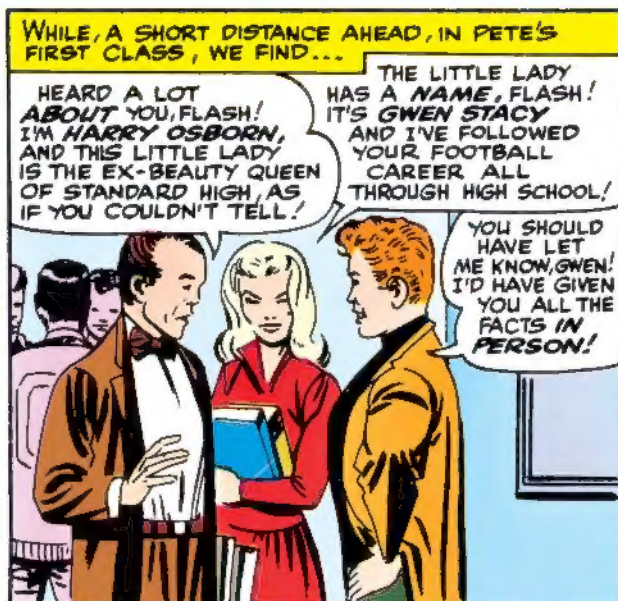
I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!

I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!



THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...

IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!



WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...

HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!

THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!

YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!



DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?

WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!



BUT THEN...

OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!

ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT! HE LOOKS LIKE ANY OTHER FROSH TO ME!



WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!

HEY, PARKER... C'MERE! I WANNA TALK TO YOU!

HE DOESN'T SEEM TO HEAR YOU!



HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!

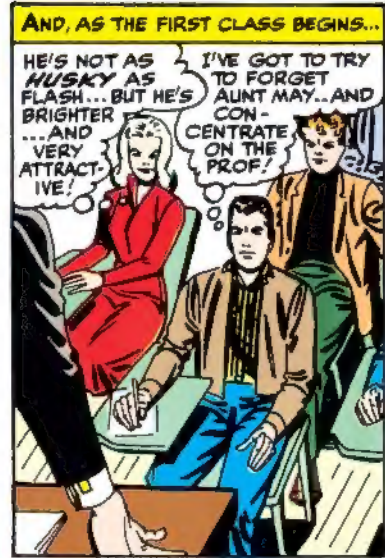
THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!



SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!



AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER... AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY... AND CONCENTRATE ON THE PROF!



THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION. A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN'?

THERE'S JUST TIME FOR ONE PHONE CALL!



WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!

IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!



WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!



AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

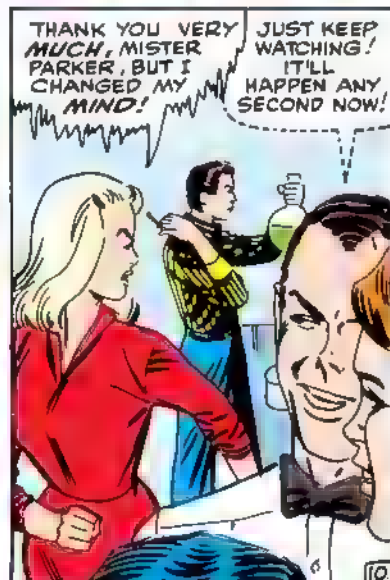
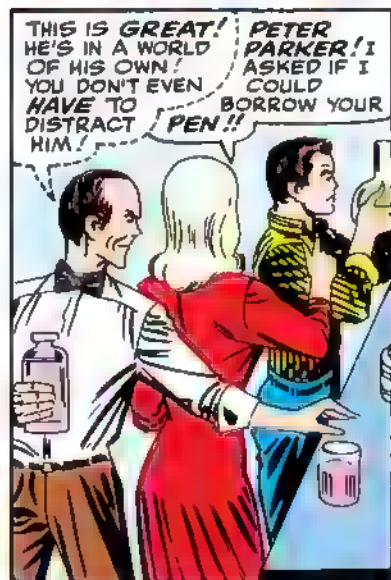
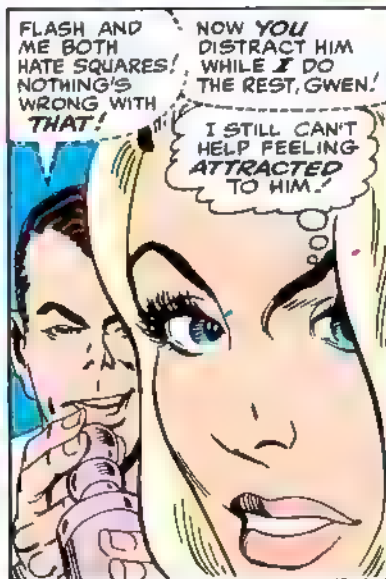
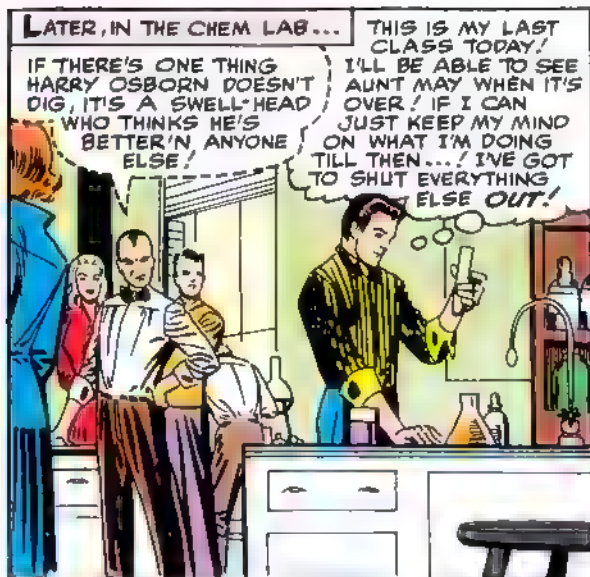
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!



IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!

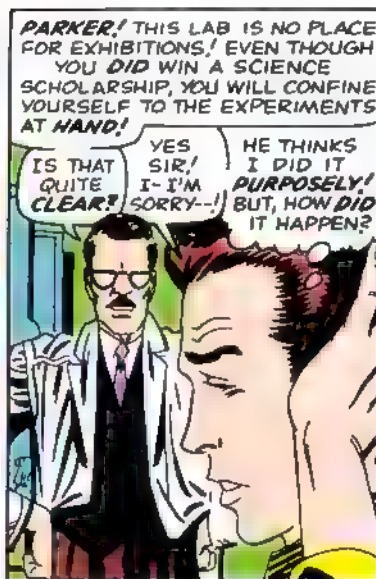


AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!





THE CHEMICALS **IGNITED!**
BUT, THAT'S **IMPOSSIBLE!**
THEY **COULDN'T** HAVE!
THEY WERE ALL
COMPLETELY STABLE!

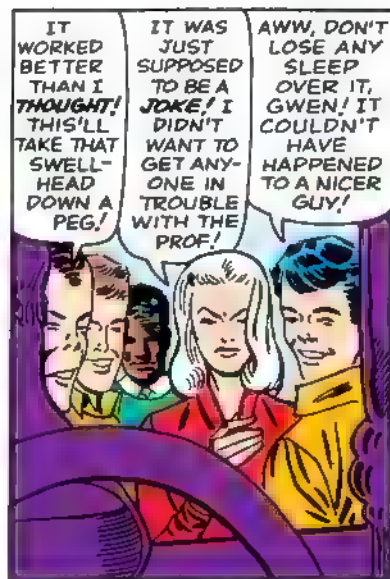


PARKER! THIS LAB IS NO PLACE
FOR EXHIBITIONS! EVEN THOUGH
YOU **DID** WIN A SCIENCE
SCHOLARSHIP, YOU WILL CONFIN
YOURSELF TO THE EXPERIMENTS
AT HAND!

IS THAT
QUITE
CLEAR?

YES
SIR,
I-I'M
SORRY--!

HE THINKS
I DID IT
PURPOSELY!
BUT, HOW **DID**
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKE! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!

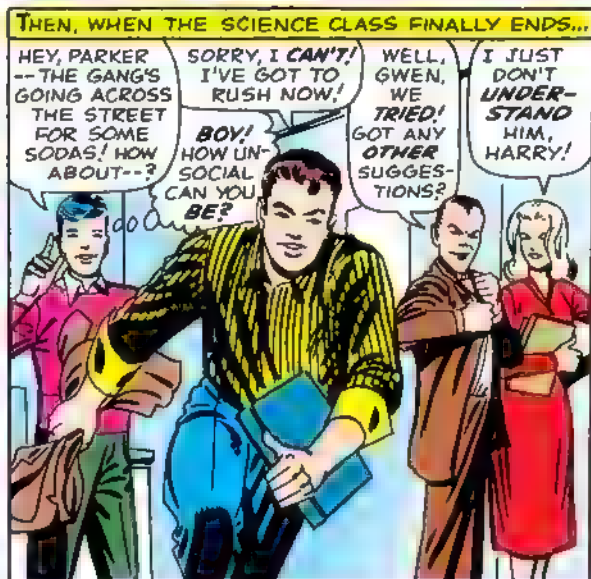


TELL YOU WHAT,
DOLL--IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE **LEAST**
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY FOOT!
I JUST CAN'T
GET POOR
AUNT MAY
OUT OF MY
MIND, THAT'S
ALL!



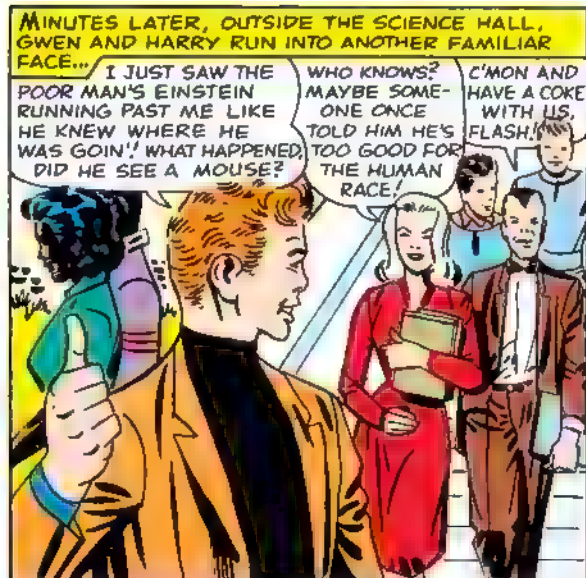
HEY, PARKER
--THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I **CAN'T!**
I'VE GOT TO
RUSH NOW!

BOY!
HOW UN-
SOCIAL
CAN YOU
BE?

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
**UNDER-
STAND**
HIM,
HARRY!

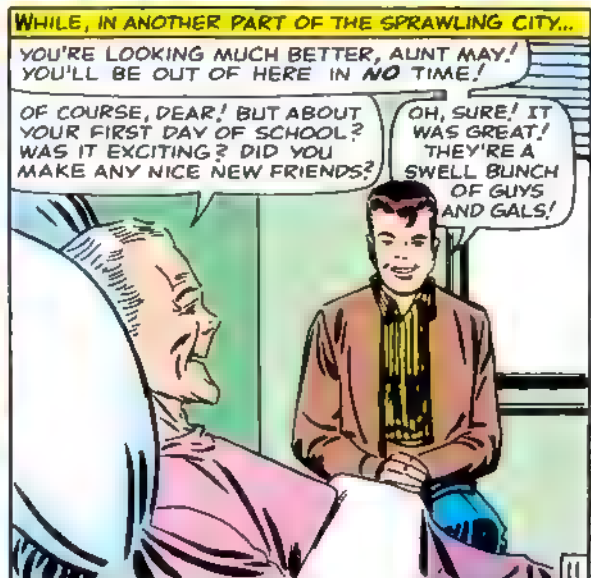


MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE...

I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN'! WHAT HAPPENED,
DID HE SEE A MOUSE?

WHO KNOWS?
MAYBE SOME-
ONE ONCE
TOLD HIM HE'S
TOO GOOD FOR
THE HUMAN
RACE!

C'MON AND
HAVE A COKE
WITH US,
FLASH!

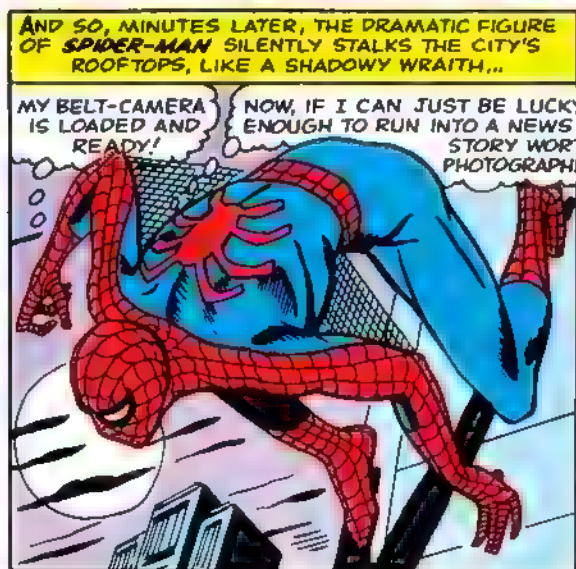
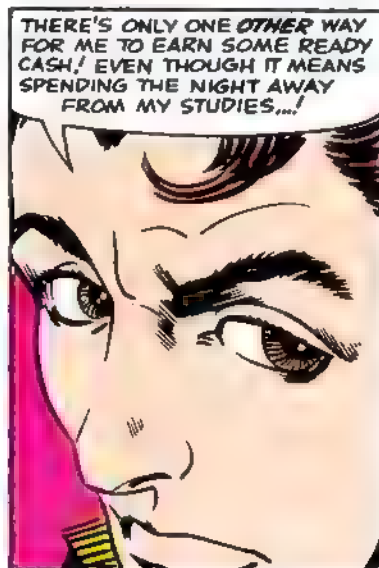
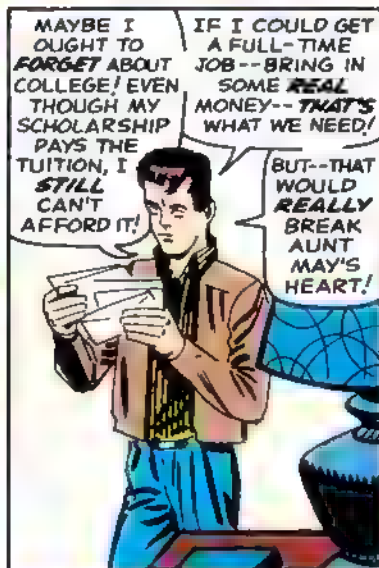
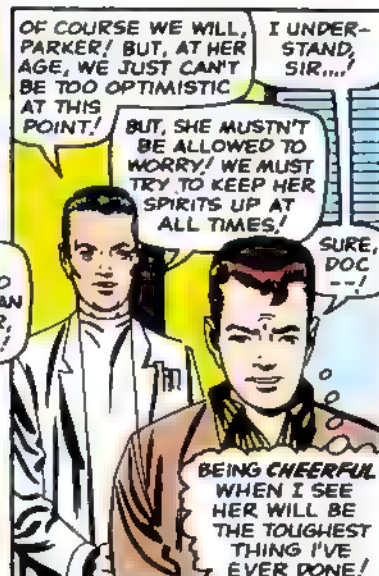
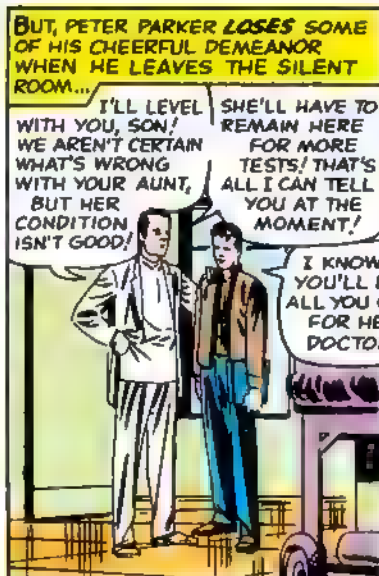


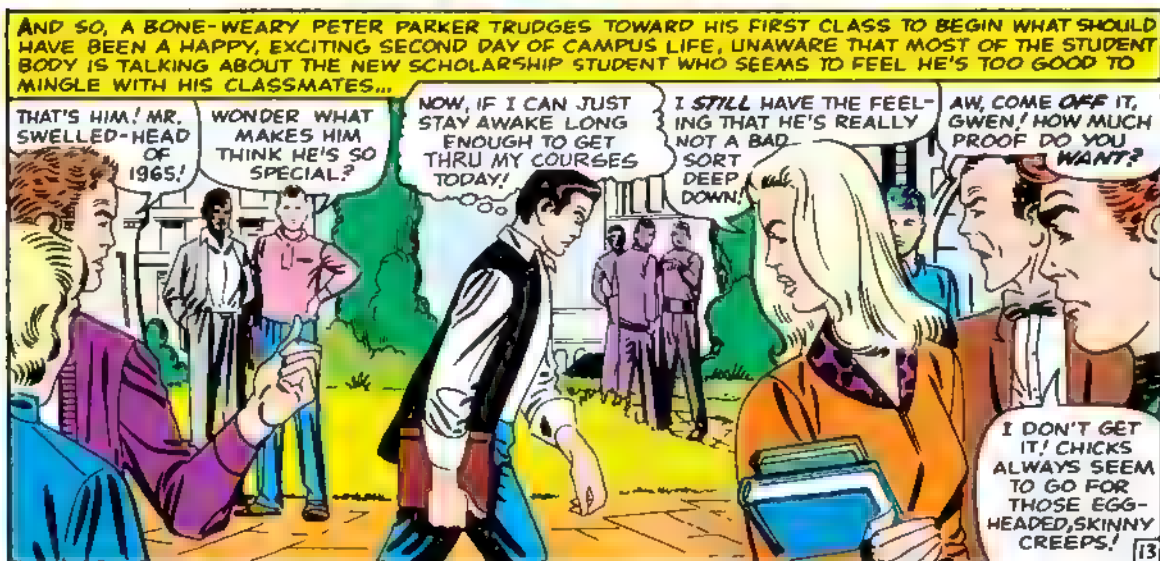
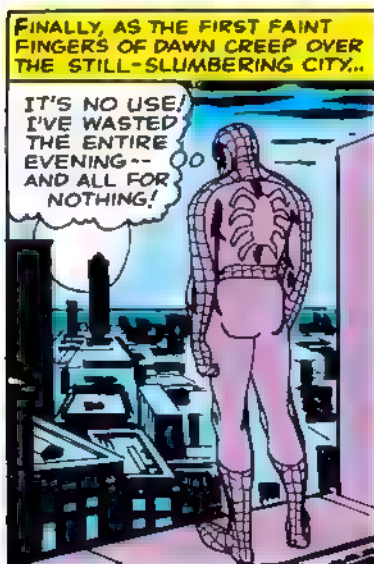
WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN **NO** TIME!

OF COURSE, DEAR! BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT
WAS GREAT!
THEY'RE A
SWELL BUNCH
OF GUYS
AND GALS!





BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS **DAILY BUGLE**...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!

I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN??!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!



ROSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS-- I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL DO THAT, SIR!

YOU OLD HYPOCRITE!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!

I'M ON MY WAY! HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, I'VE BEEN WANTING TO TALK TO YOU, BETTY!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY, MISS BRANT! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

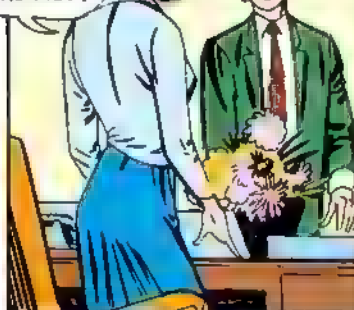
SURE, BETTY! I UNDERSTAND!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING-- I PROMISE!

I'LL KEEP ASKING-- UNTIL YOU SAY YES!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED **PATCH**? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET-- **TOO** QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A **STORM**!



BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO YOU, MATE?



THAT CHARACTER TALKING TO THE SEAMAN IS **FOXY BRIGGS**! HE'S ONLY CURIOUS ABOUT **ONE** THING -- **ROBBERY**!

THIS MAY BE THE LEAD I'VE BEEN **LOOKING** FOR!



THUS, WHEN **FOXY BRIGGS** LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE **PATCH** FOLLOWS AFTER HIM...

I BETTER NOT STAY **TOO** CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!



BUT, WHEN "**PATCH**" TURNS A CORNER...

I **LOST** HIM! THAT'S WHAT I GET FOR BEING **TOO** CAUTIOUS!



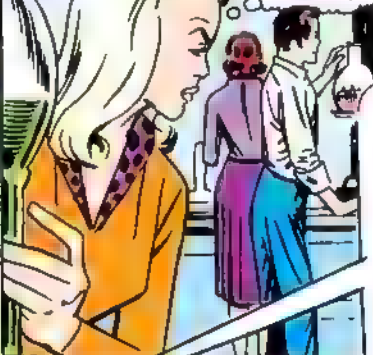
NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!



HONEST TO GOSH-- WE **DIDN'T** FORGET ABOUT **SPIDER-MAN**! YOU'LL SEE HIM REAL SOON-- WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!



AND THAT'S A CHALLENGE **NO** GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL **EARLIER**, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!



HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO **EXCUSE** ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!



WHY--THE UNMITIGATED NERVE OF HIM!

NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF SPIDER-MAN SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE....!

I JUST HAVE TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL GONE!

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIEY SEES...

A FLASHING LIGHT DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO SIGNAL ME!

MIGHT BE A TRAP-- BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE KNOWS ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR HELP!

SORRY, MISTER! I'M FLAT BROKE MYSELF!

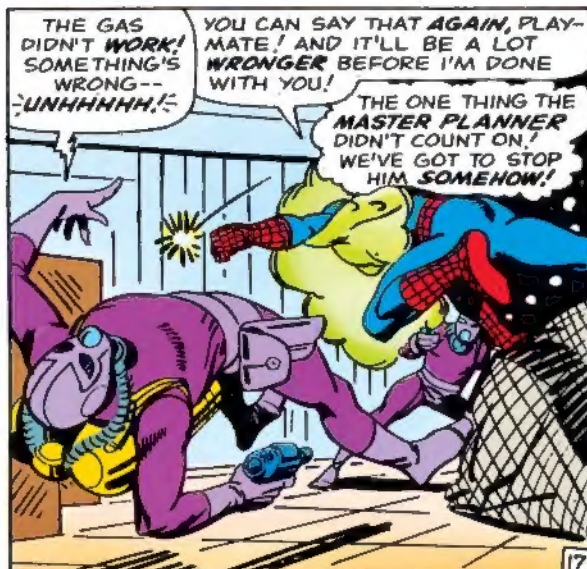
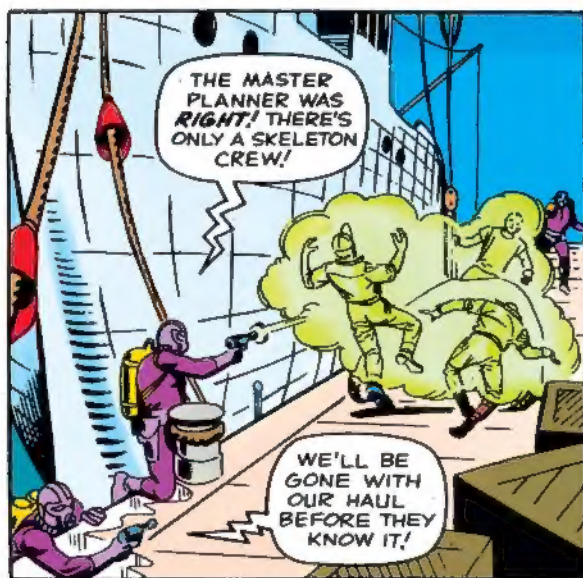
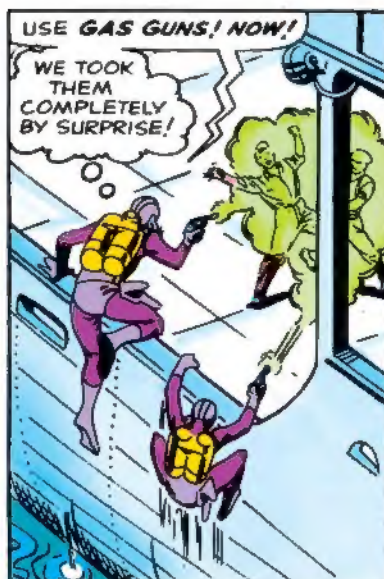
WAIT! THIS ISN'T A TOUCH! I THINK THERE'S GONNA BE A ROBBERY AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE-- BUT YOU COULD CHECK ON IT!

IF MY TIP IS RIGHT, AND YOU CATCH 'EM--I WANT SOME CREDIT!

SURE! SURE! I'LL REMEMBER YOU IN MY WILL!

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!



MEANWHILE, HIGH ABOVE THE
FIGHTING TEEN-AGER...



NOW THAT I'VE GAINED
CONTROL OF THE CARGO
BOOM, I'LL USE IT TO
FINISH OFF SPIDER-MAN!

BUT, THE MASKED CRIMINAL
HAD RECKONED WITHOUT OUR
HERO'S AMAZING SPIDER SENSE...

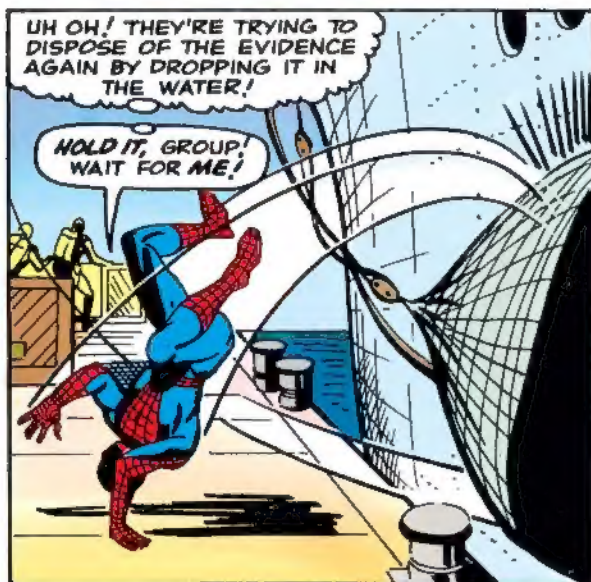


SOMETHING SWINGING
TOWARDS ME! I'LL
JUST LEAP ABOARD
FOR THE RIDE!



BLAST IT! HE'S
USING IT TO BOWL
OUR OWN MEN
OVER LIKE TEN-
PINS!

DON'T
RUSH,
BOYS!
I'LL GET
TO ALL
OF YOU!



UH OH! THEY'RE TRYING TO
DISPOSE OF THE EVIDENCE
AGAIN BY DROPPING IT IN
THE WATER!

HOLD IT, GROUP!
WAIT FOR ME!



YOU'RE
LIABLE TO
DROP THOSE
CRATES! BUT,
THIS STICKY
WEBBING WILL
HOLD THEM
FAST!

NO, DON'T THANK
ME! IT'LL MAKE
ME BLUSH!



WE'VE GOT
TO STOP
HIM, ONCE
AND FOR
ALL!

A FINE WAY
TO TALK ABOUT
THE FRIENDLIEST
CRIME-FIGHTER
IN TOWN!

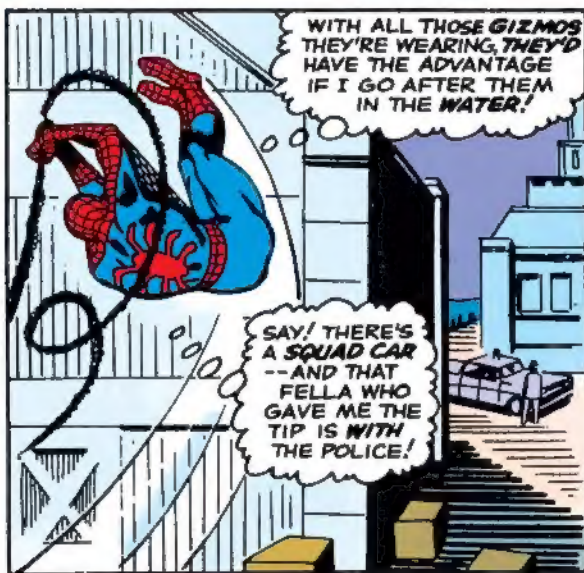
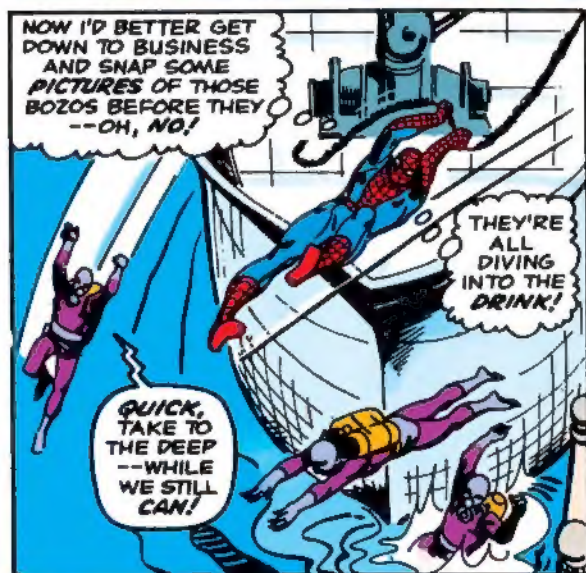
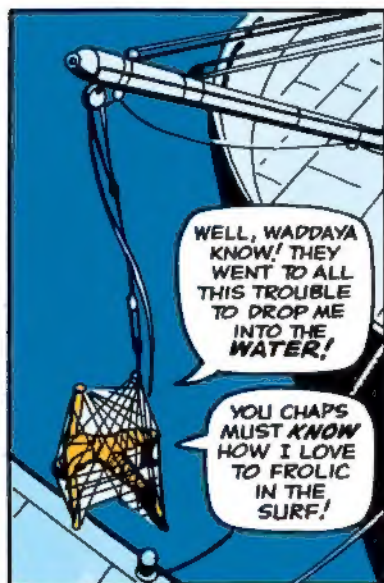
DUCK! WE'LL
GET HIM
FROM ABOVE!



THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A CARGO NET!
DROPPED ON ME
FROM A CRANE!

IF I DIDN'T
KNOW
BETTER, I'D
CLASSIFY
YOUR
ACTIONS AS
INCREASINGLY
HOSTILE!



THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHAT-EVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY **WORKED!**



MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**-- WHAT WOULD I DO WITHOUT IT?



WELL, I CAN ALWAYS PAT MYSELF ON THE BACK **LATER!** RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS!**

AND, IF I **FIND** ANY, I HOPE I REMEMBER TO **SNAP 'EM** NEXT TIME!

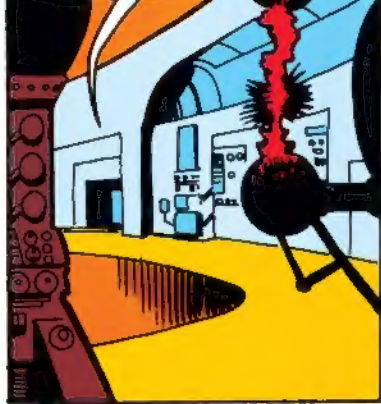


MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!



IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!



BUT, I SHALL TOLERATE NO FURTHER MEDDLING BY **SPIDER-MAN!** EVEN HE HAS NOT THE POWER TO STOP ME!



THOUGH HE AND I HAVE MET **BEFORE**, IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST!**

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN?** PERHAPS THERE HAS BEEN A MISTAKE!

NO! IT'S JUST WISHFUL THINKING ON YOUR PART!



BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST **ONCE** MORE!

VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...



...THE POOR WOMAN CAN'T LAST MUCH LONGER!



NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S **AUNT MAY**, AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER!** BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST NOT MISS IT! **HUFF SAID!**